



BURLINGTON NORTHERN RAILROAD

LAW AND
GOVERNMENT AFFAIRS

3800 Continental Plaza
777 Main Street
Ft. Worth, Texas 76102
(817) 878-2361

RECORDATION NO. 8593-A FILE 146

JAN 13 1986 -3 22 PM

INTERSTATE COMMERCE COMMISSION

December 16, 1986

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
Room 1312
12th and Constitution Avenues, N.W.
Washington, D.C. 20423

Re: Document for Recordation: Amendment to Burlington
Northern Inc. Equipment Trust of 1976 Series 4

Dear Secretary Bayne:

Enclosed is an original and one copy of the documents described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is an amendment to Burlington Northern Inc. Equipment Trust of 1976, Series 4, a secondary document. The amendment is dated November 7, 1985. The primary document to which this amendment relates is Burlington Northern Equipment Trust of 1976, Series 4, which was recorded under ICC Recordation No. 8593.

The names and addresses of the parties to the documents are as follows:

Trustee: Citibank, N.A. (successor Trustee to Morgan
Guaranty Trust Company of New York)
5 Hanover Square
New York, New York 10043

Lessee: Burlington Northern Railroad Company
3800 Continental Plaza
777 Main Street
Fort Worth, Texas 76102

A description of the equipment covered by the document follows:

BN Inc. Equipment Trust of 1976, Series 4, covers various rail cars and cabooses. The amendment to BN Inc. Equipment Trust of 1976, Series 4, covers three cabooses, BN 12162, BN 12109 and BN 12135, subject to said Trust.

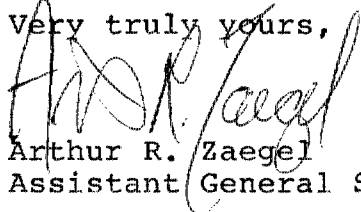
RECEIVED
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FBI - SEATTLE

A check in the amount of \$10.00 is enclosed to cover your filing fee. Please return the original amendment and any extra copies not needed by the Commission for recordation to Arthur R. Zaegel, Assistant General Solicitor, Burlington Northern Railroad Company, 3800 Continental Plaza, 777 Main Street, Fort Worth, Texas 76102.

A short summary of the document to appear in the index follows:

The amendment to BN Inc. Equipment Trust of 1976, Series 4, consists of a written consent of the Trustee to convert cabooses BN 12162, BN 12109 and BN 12135 to mobile living quarters for railroad maintenance-of-way personnel, and to renumber such units BN 968753, BN 968769 and BN 968772, respectively.

Very truly yours,



Arthur R. Zaegel
Assistant General Solicitor

ARZ:jh

Enclosure



BURLINGTON NORTHERN RAILROAD

LAW AND
GOVERNMENT AFFAIRS

3800 Continental Plaza
777 Main Street
Ft. Worth, Texas 76102

October 31, 1985

RECORDATION NO. 8593-14
FILED 1425

(817) 878-2367

STATEMENT OF NEW ROAD NUMBERS

JAN 13 1986 - 3 22 PM
INTERSTATE COMMERCE COMMISSION

Citibank, N.A.
Corporate Trust Department
5 Hanover Square
New York, New York 10043

Gentlemen:

Please refer to the agreement between Citibank, N.A. (as successor to Morgan Guaranty Trust Company of New York) and Burlington Northern Railroad Company (formerly Burlington Northern Inc.), which agreement constitutes Burlington Northern Inc. Equipment Trust of 1976, Series 4 (hereafter called "the Agreement").

Burlington Northern Railroad Company ("the Company") requests permission from Citibank, N.A. ("the Trustee") to convert three cabooses subjected to the Agreement to mobile living quarters for Company track service and maintenance employees, at an estimated cost of \$97,065. The exteriors of the cabooses will not be altered. The interiors of the cabooses will be modified to include bunks, and eating and washing facilities.

The Company proposes to change the road numbers of the subject cabooses as follows:

<u>Present Road Number</u>	<u>Proposed New Road Number</u>
BN 12162	BN 968753
BN 12109	BN 968769
BN 12135	BN 968772

Citibank, N.A.

-2-

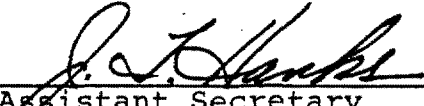
October 31, 1985


Notice is hereby given that upon receipt of your consent, we will proceed with the conversion described above. Your expeditious handling of this request would be appreciated.

Very truly yours,

BURLINGTON NORTHERN RAILROAD
COMPANY
(formerly Burlington Northern
Inc.)

Attest:


Assistant Secretary

By: 
Douglas J. Babb
General Counsel
Corporate Law

STATE OF TEXAS)
COUNTY OF TARRANT)

ss.

On this 31st day of October, 1985, before me personally appeared DOUGLAS J. BABB, to me personally known, who being by me duly sworn, says that he is General Counsel-Corporate Law of Burlington Northern Railroad Company; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the true act and deed of said corporation.


Assistant Secretary

Subscribed and sworn to before me
this 31st day of October, 1985


Notary Public

Citibank, N.A.
5 Hanover Square
New York, N.Y.
10043

November 7, 1985


Douglas J. Babb, Esq.
General Counsel
Corporate Law
Burlington Northern Railroad
3800 Continental Plaza
777 Main Street
Ft. Worth, TX 76102

Re: Burlington Northern Inc.
Equipment Trust of 1976, Series 4

Dear Mr. Babb:

As requested in your letter of October 31, 1985, we have executed and enclosed the consent relating to the conversion of cabooses BN 12162, 12109 and 12135 to mobile living quarters for railroad personnel.

Very truly yours,


Salvatore D. Mineo
Senior Trust Officer

Encl.

KNOW ALL MEN BY THESE PRESENTS, that Citibank, N.A., Trustee under Burlington Northern Inc. Equipment Trust of 1976, Series 4, for and in consideration fo the sum of \$1.00 to it paid, the receipt of which is hereby acknowledged, does hereby consent to the conversion of cabooses BN 12162, BN12109 and BN12135 to mobile living quarters for railroad maintenance-of-way personnel, to be renumbered BN 968753, BN968769 and BN968772, respectively for identification purposes.

IN WITNESS WHEREOF, Citibank, N.A., has caused these presents to be signed by one of its Senior Trust Officers, and its corporate seal to be hereunto affixed and attested by one of its Trust Officers this 7th day of November, 1985.

ATTEST:

CITIBANK, N.A., Trustee

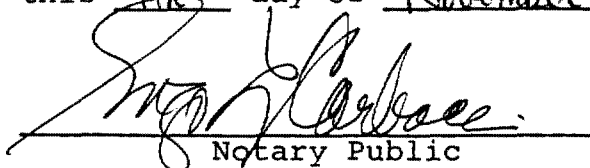
Robert F. [Signature]
Trust Officer

By: [Signature]
Senior Trust Officer

STATE OF NEW YORK)
) ss.
CITY OF NEW YORK)

On this 7th day of November, 1985, before me personally appeared Salvatore D. Mineo, to me personally known, who being by me duly sworn, says that he is Senior Trust Officer of Citibank, N.A.; that the seal affixed to the foregoing instrument is the seal of said Company; that said instrument was signed and sealed on behalf of said Company by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Company.

Subscribed and sworn to before me
this 7th day of November, 1985



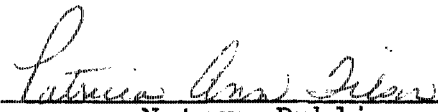
Notary Public

ENZO L. CARBONE
Notary Public, State of New York
No. 43-660980
Qualified in Richmond County
Cert. filed in New York County
Term Expires March 30, 1986

CERTIFICATE

This is to certify that I am a Notary Public under the laws of the State of Texas; that I have compared this copy of the consent to convert cabooses into mobile living quarters and to renumber said cabooses, with the original executed consent; and that I have found the copy to be complete and identical in all respects to the original executed consent.

(Seal)



Notary Public
State of Texas

My Commission Expires:

9/7/89